

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

RESIDENTIAL CAPITAL, LLC, *et al.*,
Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**DECLARATION OF LaSHANN M. DeARCY IN FURTHER SUPPORT OF
DEBTORS' MOTION PURSUANT TO FED. R. BANKR. P. 9019 FOR APPROVAL
OF THE RMBS SETTLEMENT AGREEMENTS**

I, LaSHANN M. DeARCY, declare:

1. I am a member of the Bar of the State of New York and admitted to practice before this Court. I am an attorney at the law firm Morrison & Foerster LLP, counsel for Residential Capital, LLC and its affiliated debtors and debtors-in-possession.
2. I submit this declaration in further support of Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the RMBS Settlement Agreements, and to put before the Court documents referred to in Debtors' Reply Brief Re Objection of Assured Guaranty to Motion for Approval of RMBS Trust Settlement Agreements.
3. Attached hereto as Exhibit 1 is a true and correct copy of the Third Amended and Restated RMBS Trust Settlement Agreement between Residential Capital, LLC, and its direct and indirect subsidiaries, and the Kathy Patrick Group of Institutional Investors, entered into as of September 21, 2012, *In re: Residential Capital, LLC, et al.*, No. 12-12020 (MG) (Bankr. S.D.N.Y.), filed October 19, 2012, ECF No. 1887-2.
4. Attached hereto as Exhibit 2 is a true and correct copy of the Third Amended and Restated RMBS Trust Settlement Agreement between Residential Capital, LLC, and its direct and indirect subsidiaries, and the Talcott Franklin Group of Institutional Investors, entered into

as of September 20, 2012, *In re: Residential Capital, LLC, et al.*, No. 12-12020 (MG) (Bankr. S.D.N.Y.), filed October 19, 2012, ECF No. 1887-3.

5. Attached hereto as Exhibit 3 is a true and correct copy of the Supplemental Declaration of Frank Sillman in Support of Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the RMBS Trust Settlement Agreements, dated and filed February 19, 2013, *In re: Residential Capital, LLC, et al.*, No. 12-12020 (MG) (Bankr. S.D.N.Y.), ECF No. 2969.

6. Attached hereto as Exhibit 4 is a true and correct copy of the Expert Report of Bradford Cornell, dated December 3, 2012, *In re: Residential Capital, LLC, et al.*, No. 12-12020 (MG) (Bankr. S.D.N.Y.), filed February 1, 2013, ECF No. 2829.

7. Attached hereto as Exhibit 5 is a true and correct copy of the Declaration of C. J. Brown, dated December 3, 2012, *In re: Residential Capital, LLC, et al.*, No. 12-12020 (MG) (Bankr. S.D.N.Y.), filed February 1, 2013, ECF No. 2811-1.

8. Attached hereto as Exhibit 6 is a true and correct copy of excerpts from the Deposition Transcript of Bradford Cornell, dated December 21, 2012, *In re: Residential Capital, LLC, et al.*, No. 12-12020 (MG) (Bankr. S.D.N.Y.).

9. Attached hereto as Exhibit 7 is a true and correct copy of excerpts from the Deposition Transcript of C.J. Brown, dated December 18, 2012, *In re: Residential Capital, LLC, et al.*, No. 12-12020 (MG) (Bankr. S.D.N.Y.).

10. Attached hereto as Exhibit 8 is a true and correct copy of the Reply Declaration of Frank Sillman in Support of Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the RMBS Trust Settlement Agreements, dated January 15, 2013, *In re: Residential Capital, LLC, et al.*, No. 12-12020 (MG) (Bankr. S.D.N.Y.), filed February 1, 2013, ECF No. 2807.

11. Attached hereto as Exhibit 9 is a true and correct copy of the Declaration of Frank Sillman in Support of Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the RMBS Trust Settlement Agreements, dated and filed June 11, 2012, *In re: Residential Capital, LLC, et al.*, No. 12-12020 (MG) (Bankr. S.D.N.Y.), ECF No. 320-8.

12. Attached hereto as Exhibit 10 is a true and correct copy of excerpts from the Deposition Transcript of Frank Sillman, dated November 20, 2012, *In re: Residential Capital, LLC, et al.*, No. 12-12020 (MG) (Bankr. S.D.N.Y.).

Dated: New York, NY
March 15, 2013

MORRISON & FOERSTER LLP

By: /s/ LaShann M. DeArcy
LaShann M. DeArcy
1290 Avenue of the Americas
New York, NY 10104-0050
212.468.8000